

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is intended to outline the terms for the development of one more agreements among the Parties concerning screening the Pepco Substation located between First and Half Streets, S.W.

Parties: The District of Columbia (“DC”)
Potomac Electric Power Company (“Pepco”)

Existing Easement: Easement Agreement dated August 25, 2005 between Pepco and SW Land Holder LLC

Pepco and DC agree to negotiate in good faith with the other parties one or more agreements concerning the Existing Easement which would include the following terms:

1. from and after August 25, 2016 and assuming the District acquires the land currently owned by SW Land Holder LLC, the rights under the Easement shall run for the benefit of the District of Columbia to the extent of the interest acquired by the District of Columbia and consistent with paragraph 7 below;
2. the date for “completion” of the screen would be extended by August 25, 2021;
3. the financial contribution to the screen required of Pepco will not change;
4. Pepco will allow the District and/or DC Stadium to place commercial advertising on those portions of the screen facing the Stadium and the Ancillary Land on terms to be negotiated;
5. the screen will also contain safety warning signs at agreed intervals consistent with good utility practice;
6. the District of Columbia may assign the rights hereunder to DC Stadium and/or SW Landholder, LLC; and

7. the Parties' goal will be to complete these negotiations within sixty (60) days (*i.e.*, by November 20, 2015), and will be subject to obtaining any necessary agreement(s) effectuating the foregoing between Pepco and SW Land Holder LLC such that Pepco is in compliance with the terms of the Existing Easement.

AGREED:

POTOMAC ELECTRIC POWER COMPANY

DISTRICT OF COLUMBIA, acting by
and through the Office of the Deputy Mayor
for Planning and Economic Development

By: _____

Name: Michael J. Sullivan

Title: Senior Vice President, Operations &
Engineering

Date: September 23, 2015

By: _____

Name: Brian Kenner

Title: Deputy Mayor

Date: 09/23/15